

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. **Debtor's name** Pioneer Energy Services Corp.

2. **All other names debtor used in the last 8 years**

Include any assumed names, trade names, and *doing business* as names

Pioneer Drilling Company

3. **Debtor's federal Employer Identification Number (EIN)**

7 4 - 2 0 8 8 6 1 9

4. **Debtor's address**

Principal place of business

1250 N.E. Loop 410

Number Street

Suite 1000

San Antonio TX 78209

City State ZIP Code

Bexar

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

See Schedule I

Number Street

City State ZIP Code

5. **Debtor's website (URL)** <http://pioneerres.com/>

6. **Type of debtor**

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor Pioneer Energy Services Corp.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

1 3 8 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:
☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☒ A plan is being filed with this petition.
☒ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☒ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Schedule II Relationship Affiliate
District Southern District of Texas When 03/01/2020
Case number, if known _____
MM / DD / YYYY

List all cases. If more than 1, attach a separate list.

Debtor Pioneer Energy Services Corp. Case number (if known) _____
 Name

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Pioneer Energy Services Corp. Case number (if known) _____
Name

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/01/2020
MM / DD / YYYY

X /s/ Lorne E. Phillips
 Signature of authorized representative of debtor
 Title Chief Financial Officer

Lorne E. Phillips
 Printed name

18. Signature of attorney

X /s/ Jason L. Boland
 Signature of attorney for debtor

Date 03/01/2020
MM / DD / YYYY

Jason L. Boland
 Printed name

Norton Rose Fulbright US LLP
 Firm name

1301 McKinney, Suite 5100
 Number Street

Houston TX 77010-3095
 City State ZIP Code

(713) 651-5151 Jason.boland@nortonrosefulbright.com
 Contact phone Email address

24040542 TX
 Bar number State

Schedule I**Address of Property Locations for Various Debtors**

Debtor	Street Address	City	State	Zip Code
Pioneer Coiled Tubing Services, LLC	111 West Etienne Road Building 1	Maurice	LA	70555
Pioneer Coiled Tubing Services, LLC	111 West Etienne Road Building 2	Maurice	LA	70555
Pioneer Coiled Tubing Services, LLC	3199 Highway 281 North	George West	TX	78022
Pioneer Coiled Tubing Services, LLC	3600 Colson Road	Bryan	TX	77808
Pioneer Coiled Tubing Services, LLC	490 Signal Drive	Rock Springs	WY	82901
Pioneer Coiled Tubing Services, LLC	510 Signal Drive	Rock Springs	WY	82901
Pioneer Coiled Tubing Services, LLC	600 17th Street, Suite 2800 South	Denver	CO	80202
Pioneer Drilling Services, Ltd.	102 Airport Road	Corpus Christi	TX	78409
Pioneer Drilling Services, Ltd.	1083 North Eighty-Eight Road	Rices Landing	PA	15357
Pioneer Drilling Services, Ltd.	12814 Old Boudreaux Lane	Tomball	TX	77375
Pioneer Drilling Services, Ltd.	1625 17th Street, Suite 306	Denver	CO	80202
Pioneer Drilling Services, Ltd.	16430 N. Eldridge Parkway, Suite E	Tomball	TX	77377
Pioneer Drilling Services, Ltd.	22897 U.S. Highway 270	Woodward	OK	73801
Pioneer Drilling Services, Ltd.	334 Flato Road	Corpus Christi	TX	78403
Pioneer Drilling Services, Ltd.	3740 N. U.S. Highway 77	La Grange	TX	78945
Pioneer Drilling Services, Ltd.	4401 East Highway 80	Midland	TX	79702
Pioneer Drilling Services, Ltd.	7401 E. Ben White Boulevard., Suite 1000 Building One	Austin	TX	78741
Pioneer Drilling Services, Ltd.	99 Progress Lane	Canonsburg	PA	15317
Pioneer Drilling Services, Ltd.	Lot 3&4 Block 1 & Portion of Block 5	Ector County	TX	
Pioneer Well Services, LLC	119 Well Street East	Williston	ND	58801
Pioneer Well Services, LLC	1262 West Highway 277	Ninnekah	OK	73067
Pioneer Well Services, LLC	1475 Highway 84 East	Laurel	MS	39443
Pioneer Well Services, LLC	15195 FM-645	Palestine	TX	75801
Pioneer Well Services, LLC	1751 Mizell Road	Liberty	TX	77575
Pioneer Well Services, LLC	2243 FM 1162	El Campo	TX	77473
Pioneer Well Services, LLC	2418 Clarks Lane	Bryan	TX	77808
Pioneer Well Services, LLC	2422 Clarks Lane	Bryan	TX	77808
Pioneer Well Services, LLC	2426 Clarks Lane	Bryan	TX	77808
Pioneer Well Services, LLC	2619 W. 11th Street Road	Greeley	CO	80634

Pioneer Well Services, LLC	3091 University Drive East #330	College Station	TX	77802
Pioneer Well Services, LLC	3198 Highway 44	Alice	TX	78332
Pioneer Well Services, LLC	3509 Colson Road. Suites 100 & 200	Bryan	TX	77808
Pioneer Well Services, LLC	3604 Mt. Pisgah Road	Kilgore	TX	75662
Pioneer Well Services, LLC	424 Highway 239	Kennedy	TX	78119
Pioneer Well Services, LLC	850 Lone Tree Circle	Nunn	CO	80648
Pioneer Wireline Services, LLC	1100A Smede Road	Broussard	LA	70518
Pioneer Wireline Services, LLC	11906 Jordy Road	Midland	TX	79707
Pioneer Wireline Services, LLC	12839 I-76 Frontage Road	Ft. Morgan	CO	80701
Pioneer Wireline Services, LLC	1316 Wiler Drive	Casper	WY	82604
Pioneer Wireline Services, LLC	13730 IH 10 Frontage Road	Converse	TX	78109
Pioneer Wireline Services, LLC	1391 Allen Drive	Minden	LA	71055
Pioneer Wireline Services, LLC	1708 US Highway 380 E	Graham	TX	76450
Pioneer Wireline Services, LLC	1846 250th Avenue	Hays	KS	67601
Pioneer Wireline Services, LLC	191 Telluride St., Suite #10	Brighton	CO	80601
Pioneer Wireline Services, LLC	2564 Sims	Dickinson	ND	58601
Pioneer Wireline Services, LLC	4019 Chance Lane	Rosharon	TX	77583
Pioneer Wireline Services, LLC	405 Main Street	Houston	TX	77002
Pioneer Wireline Services, LLC	4528 Highway 359	Alice	TX	78332
Pioneer Wireline Services, LLC	589 Spur 91	Victoria	TX	77905
Pioneer Wireline Services, LLC	600 17th Street, Suite 2800	Denver	CO	80202
Pioneer Wireline Services, LLC	6421 South Sooner Road	Oklahoma City	OK	73135
Pioneer Wireline Services, LLC	800 Town & Country Boulevard, Suite 500	Houston	TX	77024
Pioneer Wireline Services, LLC	820 North 9th Avenue	Brighton	CO	80601
Pioneer Wireline Services, LLC	8508 Derrick Avenue	Williston	ND	58801
Pioneer Wireline Services, LLC	9500 SW 15th Street	Oklahoma City	OK	73128
Pioneer Wireline Services, LLC	Bunker Site, South of Dwayne Road	Rosharon	TX	77583
Pioneer Wireline Services, LLC	Sec. 31-33W-33S County Road H	Liberal	KS	67901

Schedule II

Affiliated Entities

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* Contemporaneously with the filings of these petitions, such entities filed a motion requesting joint administration of their chapter 11 cases.

Pioneer Coiled Tubing Services, LLC
Pioneer Drilling Services, Ltd.
Pioneer Energy Services Corp.
Pioneer Fishing & Rental Services, LLC
Pioneer Global Holdings, Inc.
Pioneer Production Services, Inc.
Pioneer Services Holdings, LLC
Pioneer Well Services, LLC
Pioneer Wireline Services Holdings, Inc.
Pioneer Wireline Services, LLC

ACTION BY WRITTEN CONSENT OF THE GOVERNING BODIES OF

**PIONEER COILED TUBING SERVICES, LLC
PIONEER DRILLING SERVICES, LTD.
PIONEER ENERGY SERVICES CORP.
PIONEER FISHING & RENTAL SERVICES, LLC
PIONEER GLOBAL HOLDINGS, INC.
PIONEER PRODUCTION SERVICES, INC.
PIONEER SERVICES HOLDINGS, LLC
PIONEER WELL SERVICES, LLC
PIONEER WIRELINE SERVICES HOLDINGS, INC.
PIONEER WIRELINE SERVICES, LLC**

February 28, 2020

The required members of the board of directors, the sole member, or the managing member, as the case may be (as applicable, the “Governing Body”), of each of the entities referenced above (each, a “Company,” and collectively, the “Group”), do hereby consent to, adopt, and approve, by written consent in accordance with, as applicable, Section 141(f) of the Delaware General Corporation Law, Section 18-302(d) and Section 18-404(d) of the Delaware Limited Liability Company Act, and Section 21.415 of the Texas Business Organizations Code, the following resolutions and each and every action effected thereby:

WHEREAS, the Governing Body of each Company has reviewed and had the opportunity to ask questions about the materials presented by the management and the legal and financial advisors of such Company regarding (i) the liabilities and liquidity of such Company and the Group, (ii) the financial and operational condition of the Group, including the historic performance of the Group and the assets of the Group, (iii) the energy industry generally, as well as the oil and gas and oil field services industries specifically, and credit market conditions, (iv) the strategic alternatives available to it, and (v) the impact of the foregoing on such Company’s businesses;

WHEREAS, the Governing Body of each Company has had the opportunity to consult with the management and the legal and financial advisors of the Company to fully consider each of the strategic alternatives available to such Company;

WHEREAS, the Governing Body of each Company has received, reviewed and considered the recommendations of, and the materials presented by, the management of the Company and the Company’s legal, financial and other advisors as to the relative risks and benefits of pursuing a case under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

WHEREAS, the Governing Body of each Company has reviewed and considered the Company’s need for financing in connection with a chapter 11 case under the Bankruptcy Code, and has determined that it is in the best interests of the Company, its creditors and other interested parties, for the Company and certain of its subsidiaries to enter into the DIP Credit Agreement (as defined below) and one or more related agreements and amendments thereto with

the financial institutions from time to time party thereto, pursuant to which the Group will obtain post-petition debtor-in-possession financing to fund their chapter 11 cases and grant the first priority priming liens required thereby; and

WHEREAS, the Governing Body of each Company believes that taking the actions set forth below is in the best interests of the Company and, therefore, desires to approve the following resolutions.

I. Commencement of Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, that the Governing Body of each Company has determined, after due consultation with the management and the legal and financial advisors of such Company, that it is desirable and in the best interests of the Company, its creditors, and other parties in interest that a petition be filed by each Company seeking relief under the provisions of the Bankruptcy Code; and be it further

RESOLVED, that any manager, member, officer, or director of each such Company (each, an “Authorized Person”), in each case, acting singly or jointly, be, and each hereby is, authorized, empowered, and directed to execute and file in the name and on behalf of each Company, and under its corporate seal or otherwise, all plans, petitions, schedules, statements, motions, lists, applications, pleadings, orders, and other documents in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”), and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Person, who may act without the joinder of any other Authorized Person, deems necessary, proper, or desirable in connection with each Company’s chapter 11 case (each case, a “Chapter 11 Case”), including negotiating, executing, delivering, and performing any and all documents, agreements, certificates, and instruments in connection with the transactions and professional retentions set forth in this resolution, with a view to the successful prosecution of such Chapter 11 Case; and be it further

II. Retention of Advisors

RESOLVED, that the law firms of (i) Paul, Weiss, Rifkind, Wharton & Garrison LLP, located at 1285 Avenue of the Americas, New York, New York 10019, and (ii) Norton Rose Fulbright US LLP, located at 1301 McKinney St., Suite 5100, Houston, TX 77010, are hereby retained as attorneys for each Company in each Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that Lazard Frères & Co., LLC, located at 30 Rockefeller Plaza, New York, New York 10112, is hereby retained as investment banker for each Company in each Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that Alvarez & Marsal North America, LLC, located at 540 West Madison Street, Suite 1800, Chicago, Illinois 60661, is hereby retained as financial advisor for each Company in each Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

RESOLVED, that Epiq Corporate Restructuring, LLC, located at 777 Third Avenue, 12th Floor, New York, New York 10017, is hereby retained as claims, noticing, solicitation and administrative agent for each Company in each Chapter 11 Case, subject to Bankruptcy Court approval; and be it further

III. Debtor-in-Possession Financing

RESOLVED, that in connection with each Chapter 11 Case, it is in the best interest of each Company to engage in, and each Company will obtain benefits from, the lending transactions under a senior secured debtor-in-possession credit facility in an aggregate principal amount of \$75,000,000 (the “DIP Financing”) to be evidenced by that certain Debtor-in-Possession Credit Agreement (together with the exhibits and schedules attached thereto, the “DIP Credit Agreement”) to be entered into by Pioneer Energy Services Corp., as parent and borrower (“Pioneer”), the other borrowers party thereto, PNC Bank, National Association, as administrative agent (in such capacity, the “DIP Agent”), and the lenders from time to time party thereto (the “DIP Lenders”), subject to approval by the Bankruptcy Court, which is necessary and appropriate to the conduct, promotion, and attainment of the business of the Companies; and be it further

RESOLVED, that each Company be, and it hereby is, authorized to secure the payment and performance of the obligations under the DIP Credit Agreement (the “DIP Obligations”) by (i) pledging to the agent or lender(s) under the DIP Credit Agreement or granting to agent or lender(s) under the DIP Credit Agreement a lien or mortgage on or security interest in, all or any portion of the Company’s property or interests in property as set forth in the DIP Credit Agreement or any other agreements or documents related thereto and (ii) entering into such security agreements, pledge agreements, intercreditor agreements, mortgages, control agreements, and other agreements (including, without limitation, certificates, documents and instruments authorized, executed, delivered, reaffirmed, verified and/or filed in connection with the DIP Financing) as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, these resolutions in such form and having such terms and conditions as are approved or deemed necessary, appropriate or desirable by the Authorized Person executing the same (collectively with the DIP Credit Agreement, the “DIP Financing Documents”), the execution thereof by such Authorized Person to be conclusive evidence of such approval or determination; and it is further

RESOLVED, that any Authorized Person is hereby authorized, empowered, and directed, in the name and on behalf of each applicable Company, to cause such Company to negotiate and approve the terms, provisions of and performance of, and to prepare, execute and deliver the DIP Financing Documents to which such Company is a party, in the name and on behalf of such Company under its corporate seal or otherwise, and such other documents, agreements, instruments, and certificates as may be required by the DIP Agent or required by the DIP Financing Documents; and be it further

RESOLVED, that each Company is authorized to guarantee, as applicable, any obligations of any party to the DIP Financing Documents and undertake any and all related transactions contemplated under the DIP Financing Documents, including the granting of security thereunder; and be it further

RESOLVED, that any Authorized Person is hereby authorized to grant security interests in, and liens on, any and all property of each applicable Company as collateral pursuant to the DIP Financing Documents to secure all of the obligations and liabilities of Pioneer thereunder and the other parties to the DIP Financing Documents to the DIP Lenders and the DIP Agent, and to authorize, execute, verify, file and/or deliver to the DIP Agent, on behalf of each applicable Company, all agreements, documents and instruments required by the DIP Agent and/or the DIP Lenders in connection with the foregoing; and be it further

RESOLVED, that any Authorized Person is hereby authorized, empowered, and directed, in the name and on behalf of each applicable Company, to take all such further actions, including to pay all fees and expenses, in accordance with the terms of the DIP Financing Documents, which shall, in such Authorized Person's sole judgment, be necessary, proper, or advisable to perform such Company's obligations under or in connection with the DIP Financing Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and be it further

RESOLVED, that any Authorized Person is hereby authorized, empowered, and directed, in the name and on behalf of each applicable Company, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Financing Documents, which shall, in such Authorized Person's sole judgment, be necessary, desirable, proper or advisable; and be it further

IV. General Authorization and Ratification


RESOLVED, that each Authorized Person be, and each, acting alone, hereby is, authorized, empowered and directed, for and on behalf of such Company to (a) do and perform all such acts and things and enter into, execute, acknowledge, deliver, and file all such certificates, agreements, acknowledgments, instruments, contracts, statements, and other documents and to take such further actions as such Authorized Person may deem necessary or appropriate to effect the intent and accomplish the purposes of the foregoing resolutions, with the taking of any such action by such Authorized Person being conclusive evidence that the same did meet such standards as set forth above, (b) perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company and (c) pay fees and expenses in connection with the transactions contemplated by the foregoing resolutions; and be it further

RESOLVED, that any and all actions taken by an Authorized Person prior to the date of adoption of the foregoing resolutions, which would have been authorized by the foregoing resolutions but for the fact that such actions were taken prior to such date, be, and each hereby is, ratified, approved, confirmed, and adopted as a duly authorized act of such Company in all respects and for all purposes.

[The rest of this page is left blank intentionally; the signature page follows.]

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date set forth above.

PIONEER ENERGY SERVICES CORP.

By: 
Name: Wm. Stacy Locke

By: _____
Name: Dean A. Burkhardt

By: _____
Name: J. Michael Rauh

By: _____
Name: C. John Thompson

By: _____
Name: Scott D. Urban

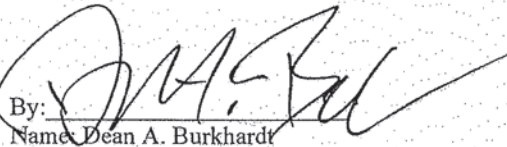
By: _____
Name: Tamara Morytko

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date set forth above.

PIONEER ENERGY SERVICES CORP.

By: _____

Name: Wm. Stacy Locke

By:  _____

Name: Dean A. Burkhardt

By: _____

Name: J. Michael Rauh

By: _____

Name: C. John Thompson

By: _____

Name: Scott D. Urban

By: _____

Name: Tamara Morytko

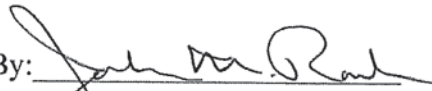
[Signature Page to the Chapter 11 Written Consent]

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By: _____
Name: Wm. Stacy Locke

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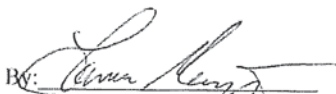
Name: J. Michael Rauh

By: _____

Name: C. John Thompson

By: _____

Name: Scott D. Urban

By:  _____

Name: Tamara Morytko

[Signature Page to the Chapter 11 Written Consent]

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

PIONEER ENERGY SERVICES CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-[] ()

(Joint Administration Requested)

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT
TO FED. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), attached hereto as **Exhibit A** is an organizational list reflecting all of the ownership interests in Pioneer Energy Services Corp. (“Pioneer”) and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”). The Debtors respectfully represent as follows:

1. Each of the Debtors identified on **Exhibit A** is 100% owned by its direct parent.
2. Pioneer is the ultimate parent of each of the Debtors and its equity securities are publicly held. The following identifies all holders having an equity ownership interest in Pioneer.²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, if applicable, are as follows: Pioneer Energy Services Corp. (8619); Pioneer Coiled Tubing Services, LLC (6232); Pioneer Drilling Services, Ltd. (2497); Pioneer Fishing & Rental Services, LLC (4399); Pioneer Global Holdings, Inc. (4707); Pioneer Production Services, Inc. (1361); Pioneer Services Holdings, LLC (4706); Pioneer Well Services, LLC (7572); Pioneer Wireline Services Holdings, Inc. (6455); and Pioneer Wireline Services, LLC (2205). The headquarters for the above-captioned Debtors is 1250 N.E. Loop 410, Suite 1000, San Antonio, Texas 78209.

² This list reflects holders of five percent or more of Pioneer’s common stock and serves as the disclosure required to be made by the Debtors pursuant to Rule 1007 of the Bankruptcy Rules. Pioneer does not and cannot know the precise holdings or identity of the holders of its publicly held common stock. Thus, by separate motion filed contemporaneously herewith, the Debtors are requesting a waiver of the requirement under Rule 1007 to file a list of all of its equity security holders.

Name	Kind/Class of Interest	Number of Interests Held
Century Mgmt.	Common Stock	9.20%

Exhibit A

<i>Debtor</i>	<i>Equity Holder(s)</i>	<i>Percentage of Ownership</i>	<i>Last Known Address of Equity Holder</i>
Pioneer Drilling Services, Ltd.	Pioneer Energy Services Corp.	100%	1250 N.E. Loop 410 Suite 1000 San Antonio, Texas 78209
Pioneer Production Services, Inc.	Pioneer Energy Services Corp.	100%	1250 N.E. Loop 410 Suite 1000 San Antonio, Texas 78209
Pioneer Global Holdings, Inc.	Pioneer Drilling Services, Ltd.	100%	1250 N.E. Loop 410 Suite 1000 San Antonio, Texas 78209
Pioneer Wireline Services Holdings, Inc.	Pioneer Production Services, Inc.	100%	1250 N.E. Loop 410 Suite 1000 San Antonio, Texas 78209
Pioneer Wireline Services, LLC	Pioneer Wireline Services Holdings, Inc.	100%	1250 N.E. Loop 410 Suite 1000 San Antonio, Texas 78209
Pioneer Well Services, LLC	Pioneer Production Services, Inc.	100%	1250 N.E. Loop 410 Suite 1000 San Antonio, Texas 78209
Pioneer Fishing & Rental Services, LLC	Pioneer Production Services, Inc.	100%	1250 N.E. Loop 410 Suite 1000 San Antonio, Texas 78209
Pioneer Coiled Tubing Services, LLC	Pioneer Production Services, Inc.	100%	1250 N.E. Loop 410 Suite 1000 San Antonio, Texas 78209
Pioneer Services Holdings, LLC	Pioneer Global Holdings, Inc.	100%	1250 N.E. Loop 410 Suite 1000 San Antonio, Texas 78209

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

PIONEER ENERGY SERVICES CORP., *et al.*,

Debtors.

Chapter 11

Case No. 19-[] ()

Joint Administration Requested

**Attachment to Voluntary Petition for Non-Individuals
Filing for Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 1-8182.

2. The following financial data is the latest available information and refers to the debtor's condition on September 30, 2019.

a. Total assets (on a consolidated basis with all affiliated debtors)		<u>\$ 689,693,000¹</u>
b. Total debts (including debts listed in 2.c., below) (on a consolidated basis with all affiliated debtors)		<u>\$ 689,693,000</u>
c. Debt securities held by more than 500 holders		<u>See Below</u>
		Approximate number of holders:
secured <input type="checkbox"/> unsecured <input checked="" type="checkbox"/> subordinated <input type="checkbox"/>	\$300 million of Senior Notes due <u>March 15, 2022</u>	<u>Unknown²</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
d. Number of shares of preferred stock		<u>0</u>
e. Number of shares of common stock		<u>79,579,571</u>

Comments, if any: _____

3. Brief description of debtor's business: Pioneer Energy Services Corp. provides land-based drilling services and production services to a diverse group of oil and gas exploration and production companies in the United States and internationally in Colombia.

¹ The total assets and total liabilities reflected herein are based upon the debtor's latest publicly filed quarterly report. (See Pioneer Energy Services Corp. Form of 10-Q, Sept. 30, 2019 at p. 3.)

² Pioneer Energy Services Corp. does not and cannot know the precise number of beneficial holders of any debt securities that it has issued.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Century Mgmt.

9.20%

Fill in this information to identify the case:

Debtor name: Pioneer Energy Services Corp., et al.
 United States Bankruptcy Court for the Southern District of Texas, Houston Division
 Case number (if known):

Chapter 11 Cases: Amended List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 Hunting Titan, Inc. ATTN: Jim Johnson 16825 Northchase Drive, Suite 600 Houston, TX 77060	Jim Johnson EMAIL - jim.johnson@hunting-intl.com PHONE - 281-463-5881 FAX - 281-442-3993	Trade Payable				\$ 2,551,061
2 SWM International Holdings, LLC ATTN: Andrew Wamser 100 North Point Center East Suite 600 Alpharetta, GA 30022-8246	Andrew Wamser EMAIL - awamser@swmintl.com PHONE - 770-569-4200	Trade Payable				\$ 2,530,198
3 DynaEnergetics US, Inc. ATTN: Ron Berger 1008 Ranch Road 620 South Suite 204 Lakeway, TX 78734	Ron Berger EMAIL - ron.berger@dynaenergetics.com PHONE - 713-766-7627 FAX - 512-266-7508	Trade Payable				\$ 1,187,448
4 National Oilwell Varco ATTN: Jose Bayardo 7909 Parkwood Circle Drive Houston, TX 77036	Jose Bayardo EMAIL - jose.bayardo@nov.com PHONE - 346-223-3174	Trade Payable				\$ 1,006,757
5 Owen Oil Tools, LP ATTN: Jeffrey West 4601 US Highway 59 N Victoria, TX 77905	Jeffrey West EMAIL - jeff.west@corelab.com PHONE - 361-576-6083	Trade Payable				\$ 557,468
6 Ryan, LLC ATTN: Tom Gray Three Galleria Tower 13155 Noel Road Suite 100 Dallas, TX 75240-5090	Tom Gray EMAIL - tom.gray@ryan.com PHONE - 972-934-0022 FAX - 972-960-0613	Trade Payable				\$ 548,465
7 Tenaris Coiled Tubes LLC ATTN: Bruce Reichert 8615 Beltway 8 East Houston, TX 77044	Bruce Reichert EMAIL - breichert@tenaris.com PHONE - 281-458-2883	Trade Payable				\$ 542,608
8 Gardner Denver, Inc. ATTN: Andrew Schiesl 222 East Erie Street Suite 500 Milwaukee, WI 53202	Andrew Schiesl EMAIL - schiesl@gardnerdenver.com PHONE - 217-222-5400	Trade Payable				\$ 524,100
9 RDL Transportation, Inc. ATTN: Danny Lachance 2209 E County Rd 123 Midland, TX 79706	Danny Lachance PHONE - 432-687-1099 FAX - 432-687-1402	Trade Payable				\$ 473,213
10 Texas Petroleum Products, Inc. ATTN: Jeff Inman 1014 Gatecrest Dr. Houston, TX 77032	Jeff Inman PHONE - 281-741-4494 FAX - 281-442-0508	Trade Payable				\$ 449,009
11 FHE USA, LLC ATTN: Nick Snoke 1597 Cipolla Rd. Fruita, CO 81521	Nick Snoke EMAIL - nsnoke@builtbythe.com PHONE - 970-243-0727	Trade Payable				\$ 412,939
12 Dragon Rig Sales & Services, Ltd ATTN: Casey Crenshaw 1655 Louisiana Street Beaumont, TX 77701	Casey Crenshaw EMAIL - casey.crenshaw@modernusa.com PHONE - 409-833-2665 FAX - 409-833-3170	Trade Payable				\$ 271,268
13 Rush Truck Centers ATTN: Michael McRoberts 555 I-35 #500 New Braunfels, TX 78130	Michael McRoberts EMAIL - mcroberts@rushenterprises.com PHONE - 817-625-9500	Trade Payable				\$ 242,570
14 J&R Trucking, Inc. ATTN: Ronda Diemoz 1012 Sprucewood Dr. Rock Springs, WY 82901	Ronda Diemoz PHONE - 307-362-2919 FAX - 307-382-5820	Trade Payable				\$ 238,172
15 Entrec Cranes & Heavy Haul, Inc. ATTN: John Stevens 28712 114 Avenue Acheson, AB T7X 6E6 Canada	John Stevens EMAIL - jstevens@entrec.com PHONE - 701-552-2693	Trade Payable				\$ 225,575
16 Accurate Valve Services, Inc. ATTN: Craig Chism 9325 Agnes Street Corpus Christi, TX 78406	Craig Chism EMAIL - cchism@accuratevalveinc.com PHONE - 361-241-5128 FAX - 361-271-1346	Trade Payable				\$ 218,955
17 GEODynamics, Inc. ATTN: Benjamin Smith 10400 West Interstate 20 Millage, TX 76066	Benjamin Smith EMAIL - bsmith@perf.com PHONE - 817-341-5300	Trade Payable				\$ 196,806
18 Dykema Gossett, PLLC ATTN: Marty Truss 112 East Pecan, Suite 1800 San Antonio, TX 78205	Marty Truss EMAIL - mtruss@dykema.com PHONE - 210-554-5500 FAX - 310-226-8395	Professional Services				\$ 189,829
19 Warren Power & Machinery, Inc. ATTN: Jim Nelson 10325 W County Rd 117 Midland, TX 79706	Jim Nelson EMAIL - jim.nelson@warren-equipment.com PHONE - 432-563-1170	Trade Payable				\$ 186,649
20 Herc Rentals, Inc. ATTN: Mark Irion 1361 Southland Cir. Atlanta, GA 30318	Mark Irion EMAIL - mirion@hertzequip.com PHONE - 580-718-2456	Trade Payable				\$ 156,630
21 Texas Oil Tools, Inc. c/o National Oilwell Varco ATTN: Jose Bayardo 7909 Parkwood Circle Drive Houston, TX 77036	Jose Bayardo EMAIL - jose.bayardo@nov.com PHONE - 346-223-3174	Trade Payable				\$ 150,298
22 Wayne Enterprises, Inc. ATTN: Denise Howard 14300 Hollister St #100 Houston, TX 77066	Denise Howard EMAIL - deniseh@wayne-ent.com PHONE - 713-896-0300	Trade Payable				\$ 137,097
23 Rodan Transport USA, Ltd ATTN: Bharat Mahajan 333 North Sam Houston Pkwy East Suite 1200 Houston, TX 77060	Bharat Mahajan PHONE - 832-917-4950 FAX - 832-917-4951	Trade Payable				\$ 123,283
24 Femco Holdings, LLC (PA) ATTN: Daniel Rondeau 1000 Gamma Drive Suite 600 Pittsburgh, PA 15238	Daniel Rondeau EMAIL - drondeau@femcomachine.com PHONE - 412-850-5423	Trade Payable				\$ 119,737
25 United Rentals ATTN: Matt Flannery 100 First Stamford Place, Suite 700 Stamford, CT 06902	Matt Flannery EMAIL - mflanner@ur.com PHONE - 337-839-0068	Trade Payable				\$ 104,850

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
26 Kennedy Wire Rope ATTN: Garland Kennedy Jr. 302 Flato Road Corpus Christi, TX 78405	Garland Kennedy Jr. EMAIL - garlandj@kwrs.com PHONE - 844-466-4223 FAX - 361-289-7555	Trade Payable				\$ 100,363
27 MAT Energy Services LLC ATTN: Kelley Martin 4401 East Highway 80 Midland, TX 79706	Kelley Martin EMAIL - kmartin@matenergyservices.com PHONE - 830-268-3001	Trade Payable				\$ 96,019
28 Mike Palmer Petroleum Services Inc. ATTN: Mike Palmer 2502 4th Avenue W Williston, ND 58801	Mike Palmer PHONE - 701-572-2487 FAX - 701-774-6101	Trade Payable				\$ 93,812
29 Gulf Electroquip Ltd ATTN: Jim Petersen Jr 425 North Wayside Drive Houston, TX 77020	Jim Petersen Jr EMAIL - jim@gulfelectroquip.com PHONE - 713-675-2525	Trade Payable				\$ 90,843
30 Sims Oilfield Services, LLC ATTN: General Counsel 4653 County Road 16 Hallettsville, TX 77964	General Counsel PHONE - 361-798-6189	Trade Payable				\$ 89,544

Fill in this information to identify the case and this filing:

Debtor Name Pioneer Energy Services Corp.

United States Bankruptcy Court for the: Southern District of Texas
(State)

Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule* _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ *Other document that requires a declaration* **Consolidated Corporate Ownership Statement and List of Equity Interest Holders**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 3/01/2020
MM / DD / YYYY

✕

/s/ Lorne E. Phillips

Signature of individual signing on behalf of debtor

Lorne E. Phillips

Printed name

Chief Financial Officer

Position or relationship to debtor